

**OSTER**  
**Researching Services**

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July 7, 2005

Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

RECORDATION NO. 18887-A FILED

JUL 07 '05 10-19 AM

SURFACE TRANSPORTATION BOARD

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment of Railcar Lease dated 6/30/05 involving the following parties and railroad equipment:

Assignor: M&T Credit Services, LLC  
25 South Charles Street  
Baltimore, MD 21202

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Investors Building, #700  
Minneapolis, MN 55479

Equipment: 30, Covered Hoppers  
NRLX 94001-94030

Please record this agreement as a secondary document to STB Recordation #18887. The filing fee of \$33 is enclosed. Thank you.

Summary: Memorandum of Assignment of Railcar Lease dated 6/30/05 between M&T Credit Services, LLC as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including 30, Covered Hoppers, NRLX 94001-94030, secondary document to STB Recordation #18887.

Sincerely,

Mary Ann Oster  
Research Consultant

Enclosures

18887-A  
RECORDED... FILED**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

JUL 7 '05

10-19 AM

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of June 30, 2005 is between M&T CREDIT SERVICES, LLC (the "Assignor") and WELLS FARGO EQUIPMENT FINANCE, INC. (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor (successor by merger to M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (formerly known as The First National Bank of Maryland)), as successor lessor, has leased to Ash Grove Cement Company, as lessee (the "Lessee"), thirty (30) covered hopper railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Lease Agreement dated as of March 15, 1994 (the "Lease") by and between M&T Credit Services, LLC, as successor lessor, and the Lessee, as lessee.

B. Evidence of the Lease in its original form was recorded with the Interstate Commerce Commission (the "ICC") by filing a Memorandum of Lease Agreement by and between the original lessor and the Lessee dated March 15, 1994 with the ICC on July 6, 1994 under Recordation No. 18887.

C. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor as assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

M&T CREDIT SERVICES, LLC (successor by merger to M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (formerly known as The First National Bank of Maryland)), as Assignor

By: 

Mohannad F. Jishi  
Administrative Vice President

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 30<sup>th</sup> day of June, 2005 by Mohannad F. Jishi, as an Administrative Vice President of M&T Credit Services, LLC, a New York limited liability company.

  
Notary Public

My commission expires: 12/15/2007

[Notarial Seal]

Catheline J. Henderson, Notary Public  
Baltimore County  
State of Maryland  
My Commission Expires December 15, 2007

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO EQUIPMENT FINANCE, INC.,  
as Assignee

By: *Jacqueline P. Barragan*

Jacqueline P. Barragan  
Assistant Vice President

STATE OF Minnesota

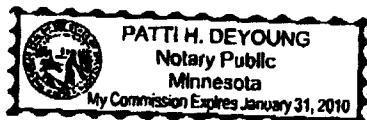
COUNTY CITY OF Mpls <sup>SS:</sup>

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County CITY of Mpls this 30<sup>th</sup> day of June, 2005 by Jacqueline P. Barragan, as Assistant Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation.

*Patti H. DeYoung*  
Notary Public

My commission expires: 1/31/2010

[Notarial Seal]



DESCRIPTION OF RAILCARS

Thirty (30) 3,000 foot, 100-ton covered hopper cars bearing marks and numbers as follows:

NRLX 94001 through NRLX 94030, inclusive.